

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK

BROOKFIELD ASSET MANAGEMENT,  
INC., f/k/a Hees International Bancorp Inc.,  
and BRYSONS INTERNATIONAL, LTD.,  
f/k/a Brysons International Bank, Ltd.,

Plaintiffs,

09 Civ. 8285 (PGG)

-against-

AIG FINANCIAL PRODUCTS CORP. and  
AMERICAN INTERNATIONAL GROUP,  
INC.,

Defendants.

**DECLARATION OF JONATHAN E. PICKHARDT**

Jonathan E. Pickhardt states:

1. I am a partner with Quinn Emanuel Urquhart Oliver & Hedges LLP, counsel for Defendants AIG Financial Products Corp. and American International Group, Inc. ("AIG"). I submit this declaration in support of Defendant's motion to dismiss.

2. True and correct copies of pages 1-2, 49-55, and 59-60 of AIG's Form 10-Q quarterly report for the third quarter of 2008, filed November 10, 2008, obtained recently from AIG's website at <[http://www.aigcorporate.com/investors/financial\\_reports.html](http://www.aigcorporate.com/investors/financial_reports.html)>, are attached as Exhibit A.

3. True and correct copies of pages 5-7 of the International Swap Dealers Association's *User's Guide to the Standard Form Agreements: 1987 Edition*, are attached as Exhibit B.

4. True and correct copies of pages 3-4 and 91-95 of AIG's Form 10-Q quarterly report for the third quarter of 2009, filed November 6, 2009, obtained recently from AIG's

website at <[http://www.aigcorporate.com/investors/financial\\_reports.html](http://www.aigcorporate.com/investors/financial_reports.html)>, are attached as Exhibit C.

5. A true and correct copy of the AIG Credit Facility Trust Agreement between the Federal Reserve Bank of New York and Jill M. Considine, Chester B. Feldberg, and Douglas L. Foshee, as Trustees, dated January 16, 2009 is attached as Exhibit D.

6. A true and correct copy of pages 4-5 and 70-76 of the United States Government Accountability Office's Report to Congressional Committees, entitled *Troubled Asset Relief Program: Status of Government Assistance Provided to AIG*, published September, 2009, obtained recently from the Office's website at <<http://www.gao.gov/docsearch/pastsixmonths.html>>, is attached as Exhibit E.

7. True and correct copies of pages 1-2 of AIG's Form 10-Q quarterly report for the second quarter of 2008, filed August 6, 2008, obtained recently from AIG's website at <[http://www.aigcorporate.com/investors/financial\\_reports.html](http://www.aigcorporate.com/investors/financial_reports.html)>, are attached as Exhibit F.

8. True and correct copies of pages 25-26, 41, and 191-193 of AIG's Form 10-K annual report for 2008, filed March 2, 2009, obtained recently from AIG's website at <[http://www.aigcorporate.com/investors/financial\\_reports.html](http://www.aigcorporate.com/investors/financial_reports.html)>, are attached as Exhibit G.

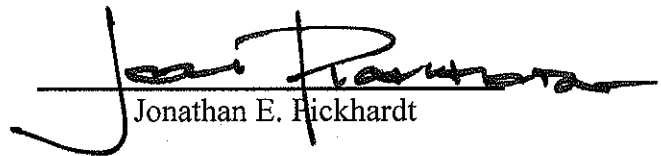
9. True and correct copies of pages 3-4 of AIG's Form 10-Q quarterly report for the first quarter of 2009, filed May 7, 2009, obtained recently from AIG's website at <[http://www.aigcorporate.com/investors/financial\\_reports.html](http://www.aigcorporate.com/investors/financial_reports.html)>, are attached as Exhibit H.

10. True and correct copies of pages 3-4 of AIG's Form 10-Q quarterly report for the second quarter of 2009, filed August 7, 2009, obtained recently from AIG's website at <[http://www.aigcorporate.com/investors/financial\\_reports.html](http://www.aigcorporate.com/investors/financial_reports.html)>, is attached as Exhibit I.

I declare under penalty of perjury that the foregoing is true and correct.

Executed in New York, New York on December 17, 2009.

Respectfully submitted,

  
Jonathan E. Rickhardt